

EXHIBIT C



IN RE
STUDENT LOAN DEBT OF
WAYNE T CONTI, DEBTOR

P.O. Box 83100 Round Rock, Texas 78683-3100 | (800) 252-9743 | (512) 219-5700 | www.tgslc.org

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EMPLOYER:

MERCER STREET BOOKS INC
ATTN: PAYROLL
206 MERCER ST
NEW YORK NY 10012-1518

**SECOND NOTICE OF
ORDER OF WITHHOLDING FROM EARNINGS**

On 11/16/2005 the Texas Guaranteed Student Loan Corporation (TG) issued an **ORDER OF WITHHOLDING FROM EARNINGS FOR WAYNE T CONTI, DEBTOR, (SSN 156465851) REQUIRING THE EMPLOYER TO WITHHOLD A PERCENTAGE OF THE DEBTOR'S WAGES FOR PAYMENT OF DEFAULTED STUDENT LOAN(S).** Our records indicate this debtor is employed by this company. For your reference, a second copy of that Order is enclosed with this Second Notice.

TG's records reflect that , as of the date of this Second Notice, **WE HAVE NOT RECEIVED THE WAGE GARNISHMENT PAYMENTS THE ORDER OF WITHHOLDING REQUIRES THE EMPLOYER TO MAKE.**

Under federal law, **TG MAY SUE ANY EMPLOYER WHO FAILS TO WITHHOLD WAGES AFTER RECEIPT OF AN ORDER OF WITHHOLDING.** If TG is forced to file suit, it is entitled to seek not just the amount an employer fails to withhold, but also attorney's fees, costs and punitive damages. **UNLESS YOUR WITHHOLDING PAYMENT IS RECEIVED BY TG WITHIN THIRTY DAYS AFTER THE ISSUANCE OF THIS SECOND NOTICE, TG MUST REVIEW THIS MATTER BEFORE LEGAL ACTION.**

IF THE DEBTOR REFERENCED IN THE ORDER OF WITHHOLDING NO LONGER WORKS FOR THE EMPLOYER, you must so notify TG to preclude liability for failure to comply with the Order. A second Employer Acknowledgement of Wage Withholding Obligation is enclosed with this Second Notice. You must fill in the appropriate spaces on the form and return it to TG **IMMEDIATELY** so that the Order of Withholding may be released.

If you have not sent in a wage garnishment payment for this debtor because **THE DEBTOR'S NEXT PAY PERIOD FOLLOWING THE ISSUANCE OF THE ORDER OF WITHHOLDING HAS NOT YET OCCURRED,** you must fill out the pay period information on the Employer Acknowledgement and return it to TG immediately.

IF YOU HAVE ALREADY MADE THE WAGE GARNISHMENT PAYMENT(S) FOR THIS DEBTOR, please call TG at the number listed below to confirm that the payment was received.

YOUR COOPERATION IS ESSENTIAL TO THE SUCCESS OF THIS PROGRAM.

IF YOU HAVE ANY QUESTIONS REGARDING THIS SECOND NOTICE OR THE WAGE GARNISHMENT PROCESS, CALL THE ADMINISTRATIVE WAGE GARNISHMENT UNIT AT 1-800-222-6297 OR 512-219-5700, EXT. 4125 (IN ROUND ROCK).

THIS SECOND NOTICE IS ISSUED ON 01/05/2006

TEXAS GUARANTEED STUDENT LOAN CORPORATION

CERTIFIED MAIL # 7005 1820 0003 5137 8046

ACCNT # 3615600

Exhibit "C"